



County of Fairfax, Virginia

January 13, 2017

**2017 Planning
Commission**

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John W. Cooper
Clerk to the Commission

Elizabeth Baker
Walsh, Colucci, Lubeley & Walsh, PC
2200 Clarendon Boulevard, Suite 1300
Arlington, VA 22201

**Re: PCA/FDPA 2000-HM-044-02/CDPA 2000-HM-044/PCA 2003-HM-046-03/CDPA 2003-HM-046/FDPA 2003-HM-046 –WOODLAND PARK PARCEL I, L.P. AND NVR, INC.
Hunter Mill District**

Dear Ms. Baker:

At its January 11, 2017 meeting, the Planning Commission voted 8-0-2 (Commissioners Hedetniemi and Keys-Gamarra abstained; Commissioner Hart recused himself from the vote; Commissioner Ulfelder was absent from the meeting) to **RECOMMEND APPROVAL** of the above-referenced Proffered Condition Amendment and Conceptual Development Plan Amendment applications, subject to the proffers dated January 3, 2017, as attached. A copy of the verbatim transcript is attached.

This letter serves as a record of the Planning Commission's recommendation to the Board of Supervisors and not as the final approval. The applications are still subject to final decision by the Board of Supervisors.

Concurrently, the Planning Commission voted 8-0-2 (Commissioners Hedetniemi and Keys-Gamarra abstained; Commissioner Hart recused himself from the vote; Commissioner Ulfelder was absent from the meeting) to **APPROVE** of the above-referenced Final Development Plan Amendment applications, subject to the development conditions dated December 28, 2016, as attached. A copy of the verbatim transcript is attached.

This action does not constitute exemption from the various requirements of this county and state. The applicant is responsible for ascertaining if permits are required and obtaining the necessary permits such as Building Permits, Residential Use Permits and Non Residential Use Permits. Information concerning building permits may be obtained by calling 703-222 0801.

Enclosed for your records is a copy of the verbatim of the Commission's action on this matter. Should you have any questions or require any additional information, please do not hesitate to contact me.

 To request special accommodations, call the Planning Commission office at 703-324-2865, TTY 703-324-7951. Please allow seven working days to make the appropriate arrangements.

Fairfax County Planning Commission
12000 Government Center Parkway, Suite 330, Fairfax, VA 22035
703-324-2865 (Voice) 703-324-7951 (TTY) 703-324-3948 (Fax)
www.fairfaxcounty.gov/planning



Sincerely,



John W. Cooper, Clerk
Fairfax County Planning

Commission

Attachments (a/s)

cc: Catherine Hudgins, Supervisor, Hunter Mill District
Frank A. de la Fe, Planning Commissioner, Hunter Mill District
Catherine A. Chianese, Assistant County Executive, Clerk to the Board of
Supervisors, County Executive Office
William Mayland, Staff Coordinator, ZED, DPZ
Robert Harrison, ZED, DPZ
January 11, 2017 date file

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Motion on Waivers and Modifications

PCA 2000-HM-044-02, CDPA 2000-HM-044, FDPA 2000-HM-044-02,
PCA 2003-HM-046-03, CDPA 2003-HM-046, FDPA 2003-HM-046

Woodland Park Parcel/NVR, Inc.

January 11, 2017

- Modification of Sect. 2-414 of the Zoning Ordinance for the 75-foot setback from the Dulles International Airport Access Highway to permit the structures as shown on the CDPA/FDPA.
 - Modification of Par. 5 of Sect. 6-206 of the Zoning Ordinance to permit the gross floor area for residential uses to exceed 50 percent of the principal uses to permit the residential uses as shown on the CDPA/FDPA.
 - Waiver of Par. 2 of Sect. 6-207 of the Zoning Ordinance requiring minimum 200 square foot privacy yard for single-family attached dwelling units.
 - Waiver of Par. 10 of Sect. 11-102 of the Zoning Ordinance to permit tandem parking for the two-over-two dwelling units to count towards the off-street parking requirement for multi-family dwelling units.
 - Modification of Sect. 11-203 of the Zoning Ordinance for the loading space requirements to that shown on the CDPA/FDPA.
 - Waiver of Par. 2 of Sect. 11-302 of the Zoning Ordinance restricting a private street to 600 feet in length.
 - Waiver of Par. 1 of Sect. 13-202 of the Zoning Ordinance for interior parking lot landscaping for Block D structured parking deck.
 - Waiver of Sects. 13-303 and 13-304 of the Zoning Ordinance for the transitional screening and barrier requirements.
 - Waiver of the requirement to provide a dumpster pad and recycling system for the two-over-two dwelling units, pursuant to Sects. 10-0303.2 and 10-0306 of the Public Facilities Manual.
-

Proposed Final Development Plan Amendment Conditions

FDPA 2000-HM-044-2 and FDPA 2003-HM-046

December 28, 2016

If it is the intent of the Planning Commission to approve FDPA 2000-HM-044-2 and FDPA 2003-HM-046 located at Tax Map 16-4 ((1)) 43, 45 and 46, staff recommends conditioning the approval by requiring conformance with the following development condition:

1. Development of the property shall be in substantial conformance with the CDPA/FDPA entitled "Woodland Park East" as submitted by Gordon consisting of 50 sheets dated September 9, 2015 as revised through November 7, 2017.

The above proposed development conditions are a staff recommendation and does not reflect the position of the Planning Commission unless adopted by the Planning Commission.

PROFFERS
Woodland Park East
PCA 2003-HM-046
PCA 2000-HM-044-02
January 3, 2017

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PROFFERS

Woodland Park East

PCA 2003-HM-046
PCA 2000-HM-044-02

January 3, 2017

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the applicants, the property owner and their successors and/or assigns (hereinafter referred to as the "Applicant"), hereby proffer that the development of the parcels under consideration and shown on the 2016 Fairfax County tax maps as 16-4 ((1)) 43, 45, and 46 (collectively, the "Property") shall be in accordance with the following conditions if, and only if, proffered condition amendment applications 2003-HM-046 and 2000-HM-044-02 (the "Applications") are granted. Upon approval of the Applications, these Proffers shall replace and supersede all previous proffers and development conditions approved on the Property.

PROPOSED DEVELOPMENT

1. Conceptual Development Plan Amendment. The Property shall be developed in substantial conformance with the certain elements of Woodland Park East Conceptual/Final Development Plan Amendment ("CDPA/FDPA") dated September 9, 2015 and revised through November 7, 2016, and prepared by William H. Gordon Associates, Inc. The CDPA depicts five blocks, identified as A through E, as well as a Central Park.
2. Proffered CDPA Elements. It shall be understood that the proffered elements of the CDPA are limited to the grid of streets, the general location of the points of access, general location of the buildings, the mix of residential uses, maximum density, maximum building heights, the general quality and character of the streetscape, and the amount and general location and quality of urban park land (the "Proffered Elements"). The Applicant has the option to request a Final Development Plan Amendment ("FDPA") for elements other than the Proffered Elements in accordance with the provisions set forth in Section 16-402 of the Fairfax County Zoning Ordinance (the "Ordinance").
3. Minor Modifications. Minor modifications to the Proffered Elements may be permitted when necessitated by final engineering or that may become necessary as part of FDPA approval or final site design or engineering, pursuant to Section 16-403(4) of the Ordinance.
4. Proposed Development. Development on the Property shall be limited to a maximum of 1,599,515 square feet of gross floor area. The following Principal and Secondary Use may be permitted within the buildings shown on the CDPA/FDPA:
 - A. Accessory uses and accessory service uses.

- B. Affordable dwelling units.
- C. Automatic bank teller machines.
- D. Business service and supply service establishments.
- E. Child care centers and nursery schools, subject to approval of a special exception.
- F. Colleges and universities.
- G. Community Uses.
- H. Dwelling units.
- I. Eating establishments.
- J. Establishment for scientific research, development and training where assembly, integration and testing of products in a completely enclosed building are incidental to the principal use of scientific research, development and training.
- K. Fast food restaurants, subject to the use limitations of Paragraph 10 of Section 6-206 of the Ordinance.
- L. Financial institutions.
- M. Health clubs.
- N. Independent living facilities.
- O. Institutional uses.
- P. Medical Care Facility, subject to approval of a special exception.
- Q. Offices.
- R. Personal service establishments.
- S. Private clubs and public benefit associations.
- T. Private schools of general education, subject to approval of a special exception.
- U. Private schools of special education.
- V. Public uses.
- W. Quick service food stores.
- X. Repair service establishments.

Y. Retail sales establishments.

Additional Group or Category uses in Section 6-203 of the Ordinance not listed above may be permitted with the approval of a Final Development Plan Amendment (FDPA) or Special Exception (SE) if in substantial conformance with the CDPA/FDPA and proffers. The gross floor area of secondary uses, other than dwelling units and affordable dwelling units, shall be limited to ten percent of the principal uses in the development.

Uses allowed by special exception or special permit in the PDC District may be authorized through a separate special exception or special permit process without the need for a PCA or CDPA.

5. Fire Marshal Evaluation. The Applicant has coordinated the layouts depicted on the CDPA/FDPA with the Fire Marshal. Changes to the CDPA/FDPA may be permitted without the requirement for a CDPA and/or FDPA in response to the review of site plans by the Fire Marshal, including adjustments to tree locations, the streetscape and building setbacks as necessary to allow for required emergency vehicle access, provided such modifications are in substantial conformance with the CDPA, FDPAs and these Proffers.

ARCHITECTURAL DESIGN AND BUILDING PRACTICES

6. Architectural Design. The building elevations shown on Sheets 30 through 32 of the CDPA/FDPA are provided to illustrate the architectural theme and design intent of the residential dwellings and office buildings. The architectural design of the proposed dwellings and office buildings shall generally conform to the character and quality of these illustrative elevations, but the Applicant reserves the right to modify these elevations, such as adding architectural ornamentation, based on final architectural design. Buildings 1-4 shall be designed with high quality architecture and building materials that are typically used on the exterior of Class A office buildings and multi-family residential buildings of a similar quality.
7. Build-to-Lines. Build-to-lines (“BTL”) have been established as depicted on the CDPA/FDPA, to create an urban, pedestrian-oriented environment where buildings are located close to the street and pedestrian/streetscape areas are located between the buildings and the streets. In general, building facades are intended to be configured in such a way as to provide a continuous street wall along this line, but modifications to either side of the BTL are permitted as shown on the CDPA/FDPA.
8. Rooftop Telecommunications Equipment. Telecommunications equipment may be placed on the proposed multi-family and office building rooftops and facades. Any such facilities must comply with the applicable requirements of the Ordinance and be screened and/or setback sufficiently from the perimeter of the roof and penthouse such that they are not visible from the surrounding streets at street level. Other screening measures may be used such as including the facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas.

9. Universal Design. Five percent of all dwelling units on the Property shall be designed and constructed with a selection of universal design features and options as determined by the Applicant which may include, but not be limited to: passage doorways with a minimum width of 32 inches; lighting controls, electrical switches and receptacle outlets, environmental controls and user controls for security and intercom systems with clear floor spaces and heights as defined by the American National Standards Institute ("ANSI"); lever door handles; slip resistant flooring; seat in master bath shower; optional hand-held shower heads at tubs and showers; and optional front loading washers and dryers.

10. Residential Building Certifications.

A. Multi-Family Buildings 1 and 2.

- (i) The Applicant shall include, as part of the building plan submission for multi-family Buildings 1 and 2, a list of specific credits within the project's registered version of the U.S. Green Building Council's Leadership in Energy and Environmental Design New Construction ("LEED®-NC") rating system, or other LEED rating system determined to be applicable by the U.S. Green Building Council ("USGBC"), or its equivalent (as determined by the Applicant and Fairfax County), that the Applicant anticipates attaining. All references herein to LEED-NC include both LEED-NC or its equivalent as determined by the Applicant and the County and all references to USGBC include the applicable equivalent agency.

Except as otherwise provided below in Paragraph E as an alternative, a LEED or equivalent-accredited professional (the "LEED-AP") who is also a professional engineer or architect shall provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED-NC certification of the building.

- (ii) The Applicant shall designate the Chief of the Environment and Development Review Branch ("EDRB") of DPZ as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.
- (iii) Prior to issuance of a building permit, the Applicant shall Post a "green building escrow" in the form of cash or a letter(s) of credit from a financial institution acceptable to the Department of Public Works and Environmental Services ("DPWES") as defined in the Fairfax County Public Facilities Manual ("PFM"), in the amount of \$2.00/square foot of GFA, as shown on the approved site plan. This green building escrow

shall be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED-NC certification, by the USGBC, under the project's registered version of the LEED-NC rating system or other LEED rating system determined, by the USGBC, to be applicable to each building. The provision to EDRB of documentation from the USGBC that the building has attained LEED-NC certification will be sufficient to satisfy this commitment.

- (iv) At the time LEED-NC certification is demonstrated to EDRB, the escrowed funds and/or letter(s) of credit shall be released to the Applicant.

If prior to bond extension, reduction or final bond release for the applicable building site, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED-NC certification for the building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED-NC certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the applicable building site.

If prior to bond extension, reduction or final bond release for the applicable building site, whichever occurs first, the Applicant fails to provide documentation to EDRB demonstrating attainment of LEED-NC certification or the Applicant provides documentation demonstrating that the building has fallen short of LEED-NC certification by three (3) points or less, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the applicable building site.

- (v) As an alternative to the actions outlined in the Sub-paragraphs (i), (iii) and (iv) above, the Applicant may choose at its sole discretion to pursue a certification level higher than LEED-NC, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least

the minimum number of credits necessary to attain LEED-NC Silver certification.

Prior to issuance of a building permit for the building, the Applicant shall submit documentation to EDRB, regarding the USGBC's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED-NC Silver certification. Under this alternative, the Applicant is not required to provide a "green building escrow" unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain LEED-NC Silver certification.

Prior to final bond release of the applicable building site, the Applicant shall submit documentation to EDRB, confirming the status of LEED certification.

- (vi) As an alternative to the actions outlined in the Paragraphs (i), (iii), (iv) and (v) above, if applicable and if the project meets the eligibility criteria for the rating system, the Applicant may select, subject to EDRB approval, an alternate residential rating system such as Earth Craft, Energy Star Qualified Homes for Multifamily High Rise, or the 2012 National Green Building Standard (NGBS) using the ENERGY STAR® Qualified Homes path for energy performance that may be implemented without an escrow. If one of the alternate residential rating systems listed herein is selected as an alternative to the previous paragraphs, the Applicant shall note the selected system and provide a completed checklist of the anticipated options to be pursued for the specified rating system at the time of site plan and building plan review. The Applicant shall demonstrate attainment of the selected certification from a rater recognized through the selected progress prior to the bond extension, reduction or final bond release of each building site, whichever occurs first. If the certification is still in progress at the time of application for bond extension or reduction, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the applicable building site.

- B. Single-Family Attached and Two-over-Two Multi-Family Dwellings. In support of energy conservation and green building techniques; the Applicant, in consultation with EDRB, shall seek certification from one of the following programs that offer third party review of green building or energy efficient measures. The Applicant shall have sole discretion to choose the program to be utilized.

- (i) Certification in accordance with the Earth Craft House program as demonstrated through documentation provided to DPWES and EDRB prior to the issuance of a RUP; or
- (ii) Certification in accordance with the National Green Building Standard (NGBS) using the ENERGY STAR® Qualified Homes path for energy performance, as demonstrated through documentation submitted to DPWES and EDRB from a home energy rater certified through Home Innovation Research Labs that demonstrates that the dwelling unit has attained the certification prior to the issuance of the RUP for each dwelling; or
- (iii) Certification in accordance with the National Association of Home Builders (NAHB) National Green Building Program, Bronze level, as demonstrated through submission of a copy of the "Green Certificate" issued by NAHB in accordance with its "Green Certificate Program" prior to the issuance of the RUP for each dwelling.

11. Office Building Certifications.

- A. The Applicant shall include, as part of the building plan submission for any office building to be constructed on the Property, a list of specific credits within the project's registered version of the U.S. Green Building Council's Leadership in Energy and Environmental Design Core and Shell ("LEED®-CS") rating system, New Construction ("LEED®-NC") rating system, or other LEED rating system determined to be applicable by the USGBC, or its equivalent (as determined by the Applicant and Fairfax County), that the Applicant anticipates attaining. All references herein to LEED-CS include both LEED-CS or its equivalent as determined by the Applicant and the County and all references to USGBC include the applicable equivalent agency.

Except as otherwise provided below in Paragraph E as an alternative, the LEED-AP shall provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED-CS Silver certification of the building.

- B. The Applicant shall designate the Chief of EDRB as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.
- C. Prior to building plan approval for the building to be constructed, the Applicant shall post a "green building escrow" in the form of cash or a letter(s) of credit from a financial institution acceptable to DPWES as defined in the PFM, in the amount of \$2.00/square foot of GFA, as shown on the approved site plan. This

green building escrow shall be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED-CS Silver certification, by the USGBC, under the project's registered version of the LEED-CS rating system or other LEED rating system determined, by the USGBC, to be applicable to each building. The provision to EDRB of documentation from the USGBC that each building has attained LEED-CS Silver certification will be sufficient to satisfy this commitment.

- D. At the time LEED-CS Silver certification is demonstrated to EDRB, the escrowed funds and/or letter(s) of credit shall be released to the Applicant.

If, prior to bond extension, reduction or final bond release for the applicable building site plan, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED-CS Silver certification for the building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED-CS Silver certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, which given the construction timelines associated with the Proposed Development there is the potential for multiple bond extensions or reductions prior to the Proposed Development's completion, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release.

If prior to bond extension, release or final bond release for the applicable building site plan, whichever occurs first, the Applicant fails to provide documentation to the EDRB demonstrating attainment of LEED-Silver certification or the Applicant provides documentation demonstrating that the building has fallen short of LEED-CS Silver certification by three (3) points or more, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, which given the construction timelines associated with the Proposed Development there is the potential for multiple bond extensions or reductions prior to the Proposed Development's completion, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release.

- E. As an alternative to the actions outlined in the Paragraphs A, C and D above, the Applicant may choose at its sole discretion to pursue a certification higher than LEED-CS Silver, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list

of specific credits will meet at least the minimum number of credits necessary to attain LEED-CS Gold pre-certification.

Prior to building plan approval for the building to be constructed, the Applicant shall submit to EDRB documentation from the USGBC demonstrating that LEED Gold precertification under the Core and Shell program has been attained for that building. Under this alternative, the Applicant is not required to provide a “green building escrow” unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain LEED-CS Gold certification.

However, if the Applicant is unable to provide the precertification documentation prior to the building permit approval but does anticipate receiving the documentation prior to the attainment of the certification, the Applicant may, prior to the issuance of the building permit, post an escrow identical to the one described in Paragraph C above. This escrow will be released upon submission of the documentation to EDRB from the USGBC demonstrating that the building is anticipated to attain a sufficient number of credits to attain LEED Gold pre-certification.

12. Use of Garages and Driveways. Individual garages associated with the two-over two multi-family dwellings and the single-family attached dwellings shall only be used for a purpose that will not interfere with the intended purpose of garages (e.g., parking of vehicles and storage of trash and recycling containers). Any conversion of garages that will preclude the parking of vehicles and the storage of trash and recycling containers within the garage is prohibited. This shall not preclude the use of garages as sales offices in the model homes during marketing of the development, with the understanding the sales offices will be converted back to garages upon sale of the models. Owners shall be required to store trash and recycling containers within the garage except on collection days. A covenant setting forth these restrictions shall be recorded among the land records of Fairfax County in a form approved by the Office of the County Attorney prior to the sale of any units and shall run to the benefit of the HOA and the Board.

These restrictions shall be included in the homeowner's association and condominium association documents prepared for the Property. Prospective purchasers shall be advised of these restrictions, and the interior dimensions of the garage, in writing prior to entering into a contract of sale. These restrictions and the interior dimensions of the garages shall be included in the marketing materials for the initial sales of units on the Property and also prominently included in the homeowner's association and condominium association documents prepared for the Property in order to provide notice to prospective purchasers in connection with future resale of the units.

All driveways that will be used for parking shall be 18 feet in length or greater. Otherwise driveways shall not exceed four (4) feet in length except where indicated along the curved entry drive to Block A and to accommodate single-family attached dwelling off-sets between units of up to two (2) feet.

13. Noise Study. With the site plan submission for new buildings to be constructed on the Property, the Applicant shall provide a noise study which considers development phasing and determines what, if any, noise attenuation measures may be needed for residential dwelling units or office space impacted by noise associated with the Dulles Airport Access Road and Monroe Street. Such study shall be submitted to EDRB for review. Based on the findings of that report, the Applicant shall identify building areas on the site plan and possible outdoor recreation areas that are anticipated to be affected by noise greater than 65 dBA Ldn and shall provide noise attenuation measures designed to reduce interior noise of those identified noise impacted units to a level of approximately 45 dBA Ldn for residential buildings and 50 dBA Ldn for office buildings.

The Applicant shall notify potential tenants or purchasers of individual residential units with balconies, either in the lease or sales contract, that exterior noise levels may exceed 65 dBA, as may be applicable, which is the policy established by Fairfax County for outdoor recreation in residential areas impacted by high noise levels.

LANDSCAPING AND TREE PRESERVATION

14. Conceptual Landscape Plan. The CDPA/FDPA includes a conceptual landscape plan for the Property consisting of an overall plan and details regarding streetscapes, publicly accessible park areas, courtyards and private amenity areas.

As part of the site plan submission for each building phase, the Applicant shall submit to the Urban Forest Management Division of the DPWES ("UFMD") for review and approval a landscape plan that is in substantial conformance with the concepts and quality of plantings and materials shown on the CDPA/FDPA. Adjustments to the type and location of plantings shall be permitted to avoid conflicts with utilities and other site engineering considerations.

15. Streetscapes. Streetscaping shall be installed as conceptually illustrated on the CDPA/FDPA. Streetscape elements shall include: a landscape amenity panel located immediately behind the face of curb; a pedestrian sidewalk adjacent to the landscape amenity panel; and a building zone between the pedestrian sidewalk and the face of the building(s) that is designed to allow access to the building, steps, stoops, and/or additional landscaping. Streetscape elements may be adjusted at the time of site plan approval provided the quality of the streetscape and minimum sidewalks are consistent with that shown on the CDPA/FDPA.

- A. Street Trees. Tree planting sites are set forth on the CDPA/FDPA, subject to revisions as may be approved at site plan review by the UFMD or necessitated by providing bus stop shelters, clear zone requirements, etc. The Applicant shall retain the services of a certified landscape architect, certified arborist or Registered Consulting Arborist to monitor the design and inspect the planting of the street trees and shall notify UFMD in writing or by electronic mail no later than three business days prior to tree pit construction to allow for County inspection.

- (i) Tree planting spaces proposed in the streetscapes shall provide:
 - a. A minimum of 4 feet open surface width and 16 square feet open surface area for Category III and Category IV trees, with the tree located in the center of the open area, or as an option a grated covering of the open surface area.
 - b. A rooting area beneath paved surfaces a minimum of 8 feet wide, taking into consideration sloped sides as may be needed to support adjacent compacted soils for roadways and pedestrian walkways.
 - c. A minimum soil depth of three (3) to four (4) feet within four (4) feet of the tree on all sides. Soil depth in areas beyond four feet may be shallower or narrower as long as specified minimum soil volumes are met. Paved surfaces over the specified rooting area shall not be dependent upon compacted soil for structural support.
 - d. Minimum soil volume for Category III and Category IV trees (as defined in Table 12.17 of the PFM) shall be 700 cubic feet per tree for single trees, but may be reduced where utility locations preclude meeting such requirement. For two trees planted in a contiguous planting area, a total soil volume of at least 1200 cubic feet shall be provided. For three or more trees planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree. A contiguous area shall be defined as any area with a soil depth of 3-4 feet, within which lateral root growth is unrestricted.
 - e. Soil specifications in planting sites shall be provided in the planting notes to be included in all site plan submissions.
 - f. The Applicant shall contact UFMD prior to installation of trees to provide an opportunity for UFMD staff to verify conformance with these requirements
- (ii) Tree planting spaces in bio-retention tree planters shall be designed based on the most current edition of the Virginia Department of Conservation and Recreation (DCR) Specification No. 9 and Appendix 9A. Bio-retention features that will be used for tree planting shall meet the following minimum specifications:
 - a. The filter media used in the bio-retention feature shall be comprised of a ratio of 50% sand, 30% topsoil and 20% leaf compost. Each component shall be further specified at time of first and all subsequent site plan submissions. A narrative for testing, monitoring, reporting and installation of the soil mixture shall also be included on the site plan.

- b. Minimum soil volumes for Category III and IV Street trees shall be as specified in Paragraph A (i) d above. The soil depth of bio-retention tree planters shall be 4 feet and provide a minimum distance of 4 feet from barriers restrictive to root growth in all directions centered on the tree.
 - c. Permanent automatic irrigation systems shall be not located within designated bio-retention tree planters; temporary irrigation may be provided during the establishment period for specified trees.
 - d. A maintenance narrative covering the establishment period for the specified trees shall be provided on the site plan.

- B. Non-Invasive Plant Materials. Invasive species, as defined by the PFM, shall not be used within the streetscape and landscaped open space areas on the Property.

- C. Mitigation of Soil Compaction. Except for areas along Monroe Street where underground utilities exist, soil in planting areas that has been previously compacted shall be properly prepared (tilled and amended as needed based on soil samples) to a depth of one foot prior to installation of landscape material. Specifications for alleviating soil compaction in planting areas shall be provided on the landscape plan.

- D. Utility Locations. Utilities, including, but not limited to water, sanitary sewer and storm sewer utility lines shall, to maximum extent feasible, be installed in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDPA/FDPA. If there is no other option, utilities may be placed within open space or streetscape areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as determined by the UFMD.

Maintenance access points to SWM Facilities and electric vaults beneath the streetscape shall be located outside clear pedestrian walkway zone of the streetscape to the extent feasible. These maintenance access points shall be shown on each site plan. If the access points must be located in the walkway zone, they shall be designed as a lift out panel with the same paving materials as the walkway (subject to ADA requirements), be flush with the walkway, and meet ADA accessibility requirements.

- E. Sight Distance Considerations. Sight distance requirements have been provided on the CDPA/FDPA so as to identify and avoid conflicts with street tree locations. If determined at the time of site plan review that street tree locations conflict with sight distance requirements, the Applicant shall investigate whether limited pruning or minor adjustments to the locations of street trees will alleviate sight distance concerns. In the event the Virginia Department of Transportation (“VDOT”) does not approve the tree locations even after the changes anticipated

above, the Applicant may be permitted to relocate the affected street tree, subject to approval by UFMD. If the deleted street tree(s) result in a tree canopy below ten percent (10%) on the Property, the street tree(s) shall be accommodated in another location on the Property, as approved by UFMD.

- F. Site Furnishings, Materials and Lighting. Site furnishings and materials to be provided on the Property shall be in general conformance with the style and quality shown on Sheet 25 of the CDPA/FDPA. All streetscape lighting shall be energy efficient. All on-site, outdoor and parking garage lighting shall not exceed that permitted under the Outdoor Lighting Standards of Section 14-900 of the Ordinance.
- G. Signage and Wayfinding. Signage for the Property shall be provided in accordance with the requirements of Article 12 of the Ordinance and in locations as generally shown on the CDPA/FDPA. Alternatively, the Applicant may seek approval of a Comprehensive Sign Plan (“CSP”). Wayfinding signage may provide directions to locations of parks and trails.
- H. Maintenance. The Applicant, or any successor associations or equivalent once established, shall maintain and replace in-kind all pedestrian realm elements within the Property. The pedestrian realm includes all areas between the back of curb and the back of the building zone, including landscape amenity panels, bio-retention facilities and sidewalk, whether located within the public right-of-way or on private land with public access easements. The Applicant shall enter into the appropriate agreement, in a form approved by the Office of the County Attorney, with the County (or other public entity, as needed) to permit the Applicant to perform such maintenance. Neither the Applicant nor any successor associations or equivalent shall be required to repair or restore any elements of the pedestrian realm within publicly-owned areas that are damaged by public contractors, or permittees that are not acting under the direct authority of the Applicant.

16. Tree Preservation.

- A. Tree Preservation Plan. The Applicant shall submit a Tree Preservation Plan and Narrative as part of the first and all subsequent site plan submissions for the Central Park. The preservation plan and narrative shall be prepared by a Certified Arborist or a Registered Consulting Arborist (the “Project Arborist”), and shall be subject to the review and approval of UFMD.

The Tree Preservation Plan shall include a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all individual trees to be preserved, as well as all on and off-site trees, living or dead with trunks 12 inches in diameter and greater (measured at 4 ½ -feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) located within 25 feet to either side of the limits of clearing and

grading. The Tree Preservation Plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the CDP and those additional areas in which trees can be preserved as a result of final engineering. The tree preservation plan and narrative shall include all items specified in PFM 12-0507 and 12-0509. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

- B. Tree Preservation Walk-Through. The Applicant shall have the limits of clearing and grading in the Central Park marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Project Arborist shall walk the limits of clearing and grading with an UFMD representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. Trees that are identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.
- C. Limits of Clearing and Grading. The Applicant shall conform strictly to the limits of clearing and grading as shown on the CDP, subject to allowances specified in these proffered conditions and for the installation of utilities and/or trails as determined necessary by the Director of DPWES, as described herein. If it is determined necessary to install utilities and/or trails in areas protected by the limits of clearing and grading in the Central Park as shown on the CDP, they shall be located in the least disruptive manner necessary as determined by the UFMD. A replanting plan shall be developed and implemented, subject to approval by the UFMD, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities.
- D. Tree Preservation Fencing. All trees shown to be preserved on the Tree Preservation Plan shall be protected by tree protection fence as shown on Sheet 28 of the CDP/FDP. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees shall be erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets, as may be modified by the "Root Pruning" paragraph below.

All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the

demolition of any existing structures. The installation of all tree protection fencing shall be performed under the supervision of the Project Arborist and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, the UFMD shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by the UFMD.

- E. Root Pruning. The Applicant shall root prune, as needed to comply with the tree preservation requirements. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the site plan submission. The details for these treatments shall be reviewed and approved by the UFMD, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:
- (i) Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.
 - (ii) Root pruning shall take place prior to any clearing and grading, or demolition of structures.
 - (iii) Root pruning shall be conducted with the supervision of the Project Arborist.
 - (iv) An UFMD representative shall be informed when all root pruning and tree protection fence installation is complete.
- F. Site Monitoring. During any clearing or tree/vegetation/structure removal on the Property, the Project Arborist shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by the UFMD. The monitoring schedule shall be described and detailed in the Tree Preservation Plan, and reviewed and approved by the UFMD.

TRANSPORTATION IMPROVEMENTS

17. Monroe Street. The Applicant shall provide improvements along the Property's Monroe Street frontage as described below.
- A. The Applicant shall, subject to VDOT approval, restripe the southbound section on Monroe Street from immediately north of East-West Drive to Sunrise Valley Drive in order to accommodate three travel lanes, as generally shown on Sheet 16 of the CDPA/FDPA. Said restriping shall be complete prior to issuance of the first Non-RUP or RUP for Buildings 2, 3 or 4, whichever occurs first.

- B. The Applicant shall provide a median break in Monroe Street at the intersection of Monroe Street and the East-West Drive, and provide northbound and southbound left turn lanes, as generally shown in View 5 on Sheet 15 of the CDPA/FDPA and as may be approved by VDOT. To provide the median break, changes to the existing restricted access serving property on the east side of Monroe Street immediately south of the future median break identified as 2016 Tax Map 16-4 ((1)) 15A ("Parcel 15A") may be required, as determined by VDOT. If appropriate modifications to the entrance have not been constructed prior to Applicant's site plan approval for the median break improvements, the Applicant shall work with the owner of Parcel 15A and VDOT to identify and provide the needed modifications.

The median break and turn lanes shall be complete and open for public use prior to the issuance of the initial Non-RUP for the first office building in Block E if it includes more than 320,000 square feet of GFA; or otherwise prior to the issuance of the initial Non-RUP for the second office building. The Applicant reserves the right to provide the median break sooner at its sole discretion.

- C. The Applicant shall conduct a warrant study for the intersection of Monroe Street and East-West Drive 1) within twelve (12) months after construction of the median break, and if not warranted at that time, the Applicant shall conduct a second warrant study within twelve months of the issuance for the last initial RUP or Non-RUP for the Property.
- (i) If a signal is deemed warranted by VDOT after having reviewed the warrant study and approving the same for installation, then such traffic signal, including pedestrian enhancements as may be required by VDOT and as specified in Proffer 32B, shall be designed, equipped and installed by the Applicant subject to available easement or right-of-way from property east of Monroe Street, utilizing any escrowed contributions for the signal received by the County, no later than five (5) years after approval of the warrant.
 - (ii) For any signal warranted by VDOT, the Applicant shall provide VDOT with the requisite traffic signal plans for review and approval. All right-of-way associated with signal equipment (poles, equipment boxes, etc.) on the Property not already dedicated shall be reserved for dedication in fee simple to the Board of Supervisors.
 - (iii) If the County, upon request of the Applicant or on its own initiative, determines that such signal installations as proffered will be detrimental to traffic operations, the Zoning Administrator may (1) agree to a later date for completion of the traffic signal installation(s) or (2) permit the Applicant to proceed without the signal installations.
 - (iv) If a signal is not warranted within twelve months of the issuance for the last initial RUP or Non-RUP for the Property, then the Applicant's

obligation to construct such signal is deemed null and void and the Applicant shall instead escrow \$50,000 towards the cost of future signalization of the intersection(s) by others.

- D. The Applicant shall restripe the existing pavement to provide a second northbound left turn lane on Monroe Street at its intersection with Eastpark Drive CDPA/FDPA as may be approved by VDOT. In conjunction with this improvement, and subject to VDOT approval, the Applicant shall modify the existing traffic signal at the intersection of Monroe Street and Eastpark Drive. Such improvements shall be provided prior to the issuance of the first RUP for either Buildings 1 or 2, whichever occurs first.
 - E. The final design of the improvements to Monroe Street as generally described above shall be further refined in conjunction with the submission of a site plans or public improvement plans including Monroe Street.
18. East-West Drive.
- A. Prior to site plan approval for the first building to be constructed on the Property, the Applicant shall dedicate right-of-way in fee simple to the Board of Supervisors for East-West Drive from Monroe Street to Corporate Park Drive. The right-of way shall include the street, the landscape amenity panel (where provided), and the sidewalk (where provided), as generally shown on Sheets 6, 7, and View 3.1 on Sheet 15 of the CDPA/FDPA. VDOT maintenance shall be limited to the area within 18 inches back of curb on both sides of the street. The Applicant shall be responsible for maintaining the remainder of the landscape amenity panel and sidewalk.
 - B. The Applicant shall design and construct East-West Drive as described below:
 - (i) Between Monroe Street and B-C Street, East-West Drive shall be constructed as a two lane facility with bicycle lanes and on-street parking on both sides, transitioning to 3 lanes at the approach to Monroe Street, as shown in View 3.1 on Sheet 15 of the CDPA/FDPA.
 - (ii) Between B-C Street and Corporate Park Drive, East-West Drive shall be constructed as a two lane facility with bicycle lanes on both sides of the street and on-street parking on the south side of the street, as shown in View A on Sheet 10 of the CDPA/FDPA. It is anticipated that an additional lane for on-street parking on the north side of the street may be added by others with future redevelopment of land north of the Property.
 - C. Should Fairfax County and/or VDOT determine that additional capacity is needed on East-West Drive at the time of site plan or public improvement plan approval for the East-West Drive, the Applicant shall stripe the pavement to accommodate a three-lane configuration with on-street bike lanes and select on-street parking from C-D Street to Corporate Park Drive as shown in View 1 on Sheet 13 of the CDPA/FDPA and as may be approved by VDOT.

- D. The Applicant shall construct the intersection of East-West Drive and Corporate Park Drive as shown in View 2 on Sheet 14 of the CDPA/FDPA. Right-of-way shall be dedicated as shown in View 3 on Sheet 14. In addition, between C-D Street and Corporate Park Drive, the Applicant shall reserve for future dedication land between the right-of way and the Property's northern boundary, to accommodate future widening or realignment of the East-West Drive by others.
- E. The final design of East-West Drive as generally described above shall be further refined in conjunction with the submission of a site plans or public improvement plans including East-West Drive. Construction of East-West Drive shall be complete and open for public use (although not necessarily accepted into the state system) prior to the issuance of the first RUP or Non-RUP for the Property.
19. Corporate Park Drive. The Applicant shall provide improvements along the Property's Corporate Park Drive frontage as shown on Sheets 6 and 12 of the CDPA/FDPA to provide a half section measuring 36 feet from centerline to face of curb to accommodate two travel lanes, a bicycle lane, and a parking lane. The final design of Corporate Park Drive as generally described above shall be further refined in conjunction with the submission of a site plans or public improvement plans including Corporate Park Drive and improvements shall be constructed concurrently with the development of Block A.
20. Sunrise Valley Drive. The Applicant shall restripe the existing pavement to provide a an additional eastbound left turn lane on Sunrise Valley Drive at its intersection with Corporate Park Drive as may be approved by VDOT. In conjunction with this improvement, and subject to VDOT approval, the Applicant shall modify the existing traffic signal at the intersection of Sunrise Valley Drive and Corporate Park Drive. Such improvements shall be provided prior to the issuance of the first RUP in Blocks A or B, whichever occurs first.
21. Ferdinand Porsche Drive/Woodland Pointe Drive. The Applicant shall provide modifications along the Property's frontages with Ferdinand Porsche Drive (as it is known as north of Eastpark Drive North) and Woodland Pointe Drive (as it is known as south of Eastpark Drive North) as shown on Sheets 6 and 11 of the CDPA/FDPA. The final design of Ferdinand Porsche Drive/Woodland Pointe Drive shall be further refined in conjunction with the submission of a site plans including Ferdinand Porsche Drive/Woodland Pointe Drive. Modifications shall be constructed concurrently with the development of Blocks A or B, whichever occurs first.
22. B-C Street. The Applicant shall construct B-C Street as shown on Sheets 6, 7 and 11 of the CDPA/FDPA. The final design of B-C Street shall be further refined in conjunction with the submission of a site plans including B-C Street and shall be constructed concurrently with the development of Block B or the two-over two multi-family units in Block C, whichever occurs first.
23. C-D Street. The Applicant shall construct C-D Street as shown on Sheets 7 and 11 of the CDPA/FDPA. The final design of C-D Street shall be further refined in conjunction with

the submission of a site plans including C-D Street and shall be constructed concurrently with the construction of Buildings 1 or 2, whichever occurs first.

24. Eastpark Drive. The Applicant shall provide modifications to Eastpark Drive, Eastpark Drive North, and Eastpark Drive South as shown on Sheets 6, 7, and 12 of the CDPA/FDPA. The final design of Eastpark Drive and Eastpark Drive North and South shall be further refined in conjunction with the submission of a site plans for those portions of the Property fronting Eastpark Drive and Eastpark Drive North and construction of the modifications shall be provided concurrently with the development of buildings with frontage on Eastpark Drive and Eastpark Drive North. The construction of the roundabout at the intersection of C-D Street and Eastpark Drive shall occur concurrently with the construction of Buildings 1 or 2, whichever occurs first.
25. Private Streets.
 - A. The private streets shown in the CDPA/FDPA shall be constructed of materials and depth of pavement consistent with the Public Facilities manual ("PFM") standards for public streets.
 - B. Initial purchasers shall be advised of the requirement to maintain private streets prior to entering into a contract of sale. This requirement to maintain the private streets as constructed and the estimated maintenance costs shall be included in the homeowners' association and condominium association documents prepared for the Property.
 - C. A public access easement in a form acceptable to the County Attorney shall be recorded over all private streets internal to the development and associated sidewalks at the time of site plan approval.
26. Reston Transportation Fund Contribution. In accordance with the anticipated adoption, by the Board of Supervisors, of a funding plan for streets and road elements in the Reston Transit Station Areas for each approved residential unit or square foot of non-residential development, the Applicant shall make a per unit or per square foot contribution in accordance with the adopted Funding Plan Guidelines contribution, not to exceed \$2,288 for each residential unit and \$ 11.24 for each square foot of non-residential use constructed on the Property. For the purpose of this Proffer a "residential unit" shall include both rental and for sale units. The contribution associated with Buildings 1, 2, 3, and 4 shall be paid on or before the issuance of each initial RUP or Non-RUP for the subject building based on the actual GFA of non-residential space and/or the actual number of residential units in the building. The contributions associated with the two-over-two multi-family and single-family attached dwellings shall be paid on or before the issuance of the RUP for each of those dwellings. This contribution shall not apply to any public-use facilities constructed on the Property. Should the Board of Supervisors approve a lesser per unit transportation contribution than that listed in this Proffer, the Applicant shall be permitted to reduce its contribution to match the rate approved by the Board. The amount due shall be adjusted for all creditable expenditures contained in the adopted Funding Plan Guidelines and shall not be subject to the Adjustment in

Contribution Amounts contained in Proffer 47. Any adjustment in contribution amounts over time shall be in accordance with the Funding Plan Guidelines.

27. Construction Traffic Management. The Applicant shall prepare and implement a construction congestion management plan during construction of each phase of redevelopment, so as to provide safe and efficient pedestrian and vehicle circulation at all times on the Property and on the public roadways and sidewalks adjoining the Property. This management plan shall identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordination with Fairfax County Department of Transportation ("FCDOT") and/or VDOT concerning construction material deliveries, lane or street closures, and/or other construction related activities to minimize disturbance on the surrounding street and sidewalk network.

Such plans shall be prepared by a qualified professional and submitted for review and comment to the VDOT, FCDOT and DPWES with the final site plan. A copy of the construction traffic management plan shall be provided to the District Supervisor.

28. Future Parking Reductions. The Applicant reserves the right to submit and pursue approval of a parking reduction for Buildings 1, 2, 3 and/or 4 from the Board of Supervisors prior to site plan approval for said building(s). Thereafter, the Applicant may request approval of further parking reductions from the Board as permitted by the Zoning Ordinance. Any modification to the parking requirement or layout resulting from a reduction approved by the Board shall not require a PCA, CDPA or FDPA, but shall be in substantial conformance with the approved CDPA/FDPA.

BICYCLE AND BUS FACILITIES, AND PEDESTRIAN IMPROVEMENTS

29. Bicycle Circulation.

- A. In conjunction with roadway improvements, the Applicant shall provide on-street bicycle lanes and associated signage along East-West Drive and the Property's Corporate Park Drive frontage, subject to approval by VDOT and FCDOT.
- B. The Applicant shall construct a combined pedestrian/bicycle eight (8) foot wide asphalt shared use trail, within a 13 foot easement, on the Property's frontage adjacent to the Dulles Toll Road connecting with an existing trail on the west side of Monroe Street. This trail shall be open for public use prior to the issuance of the first Non-RUP for Buildings 3 or 4, whichever occurs first. The Applicant shall record a public access easement in a form acceptable to the County Attorney ensuring the area of the shared use trail is accessible to the public.
- C. As an interim bicycle circulation improvement, the Applicant shall construct an eight (8) foot wide concrete shared use path starting at the existing trail on adjacent Parcel 44, running along the western edge of the Block E Urban Recreation Park and the north side of East-West Drive, connecting to the existing trail on the west side of Monroe Street. This interim trail shall be constructed concurrently with the construction of East-West Drive as set forth in Proffer 18.

- D. The Applicant shall seek to construct an extension of an existing, off-site, asphalt shared use trail from its current terminus on property identified on the 2016 Fairfax County tax maps as Tax Map 16-4 ((1)) 15A ("Parcel 15A"), across property identified as Tax Map 16-4 ((1)) 27A ("Parcel 27A") to the Herndon/Monroe Metro Station, provided the necessary off-site easements can be acquired at no cost to the Applicant through cooperative agreements with the owners of Parcels 15A and 27A. The trail extension shall be constructed with appropriately scaled lighting and shall be maintained by the Applicant until such time as Parcel 27A is redeveloped by others, at which time the Applicant's obligation to maintain the trail extension shall cease.
- (i) In the event the Applicant is unable to acquire the easements necessary to construct the extension of the trail through cooperative agreements with the owners of Parcels 15A and 27A, then the Applicant shall be relieved of its obligation to construct the trail extension.
 - (ii) Should the necessary off-site easements be provided at no cost to the Applicant, the Applicant: 1) shall construct the trail extension prior to the issuance of the last RUP for Buildings 1 or 2, whichever occurs last; and 2) shall be relieved of its obligation under Proffer 29B to construct a combined pedestrian/bicycle eight (8) foot wide asphalt shared use trail on the Property's frontage adjacent to the Dulles Toll Road. Instead, a portion of the interim trail referenced in Proffer 29C running along the western edge of the Block E Urban Recreation Park shall become the permanent trail and shall connect with the on-street bicycle lanes and pedestrian sidewalks on East-West Drive.
30. Bicycle Parking. The Applicant shall provide bicycle racks throughout the Property in the general locations shown on the CDPA/FDPA and as may be refined at site plan. Exterior bike racks shall be inverted U-style racks as shown on the CDPA/FDPA or other design approved by FCDOT. An interior space for bike storage shall be provided in the garages of Buildings 1, 2, 3 and 4. The total number of bike parking/storage spaces shall be consistent provided on Sheet 7 of the CDPA/FDPA.
31. Bus Stop/Shelter. Bus stop/shelter locations shall be evaluated for feasibility at the time site plan approval in consultation with FCDOT. The Applicant shall provide up to two bus shelters and concrete pads on the Property. If at the time of site plan approval of a building, Fairfax County requests provision of a bus shelter, the Applicants shall construct the requested bus shelter prior to bond release for the applicable site plan. Bus shelter locations may necessitate adjustments to street tree locations and other street furnishings from that shown on the CDP which shall be accommodated without the requirement for a CDPA or FDPA.

32. Marked Crosswalks.

- A. The Applicant shall install VDOT standard marked pedestrian crosswalks along East-West Drive, at the intersection of East-West Drive and Corporate Park Drive, and at signalized intersections adjoining the Property.
- B. In conjunction with construction of the intersection of East-West Drive and Monroe Street as outlined in Proffer 17 B and C, high visibility crosswalks shall be provided subject to VDOT approval. Notwithstanding what is shown on Sheet 15 (View 5) and Sheet 16, subject to VDOT approval, the Applicant shall provide a crosswalk on the northern leg of the intersection of East-West Drive and Monroe Street. Provided the necessary off-site easements on Parcel 27A are available at no cost, the Applicant shall also construct a short segment of asphalt trail on the east side of Monroe Street from the northern crosswalk to the existing asphalt trail to the south. If the northern crosswalk is not approved for construction, or the Applicant is not able to obtain the necessary off-site easements on Parcel 27A at no cost, then the Applicant's obligation to construct the segment of asphalt trail on the east side of Monroe Street shall be null and void.
- C. At other select locations on private streets, enhanced pedestrian crosswalks shall be installed as shown on Sheets 6 and 7 of the CDPA/FDPA.

TRANSPORTATION DEMAND MANAGEMENT

- 33. Dulles Area Transportation Association (DATA). The Applicant shall join DATA and participate in its efforts to reduce single occupant vehicular trips.
- 34. Transportation Demand Management. The Applicant shall fund, implement and administer a transportation demand management program for the Property as described in this Proffer (the "TDM Program"). It is intended that the first new building to be constructed on the Property will initiate implementation of what will become a Property-wide TDM program that later buildings to-be-constructed on the Property will join.
 - A. Transportation Demand Management Plan. The proffered elements of the TDM Program as set forth below are more fully described in the *Woodland Park East Transportation Demand Management Plan* prepared by Wells + Associates, Inc. dated August 2016 (the "TDM Plan") as may be amended. It is the intent of this Proffer that the TDM Plan adapt over time to respond to the changing transportation related circumstances of the Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth herein. Accordingly, modifications, revisions, and supplements to the TDM Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.

- B. Responsible Party. The Applicant, or any successor other than the UOA or its equivalent, shall remain obligated under this Proffer until such time as three consecutive post Stabilization trip counts reveal that the applicable vehicle trip reduction goals are being met (the "Applicant Control Period"). At the end of the Applicant Control Period, the Umbrella Owners Association (UOA) or equivalent shall become obligated under this Proffer and Applicant, or any successor other than the UOA or equivalent, shall have no further obligation with respect to this Proffer.
- C. Definitions. For purposes of this Proffer, "Build-Out" shall be deemed to occur one-year following issuance of the last initial RUP for the final residential unit or the last initial Non-RUP for non-residential uses to be constructed on the Property. "Pre-build out" shall be deemed to occur any time prior to Build-Out.
- D. Trip Reduction Objective. The objective of this TDM Program shall be to reduce the vehicle trips generated by new residents and office uses of the Property by thirty-five percent (35%) during weekday P.M. peak hours. This trip reduction percentage shall be multiplied by the total number of vehicle trips that would be expected to be generated by the uses developed on the Property as determined by the application of the Institute of Traffic Engineers, 9th Edition, *Trip Generation* rates and/or equations (the "ITE Trip Generation"), and the number of trips determined by the product of such equation shall be referred to herein as the "Maximum Trips After Reduction". For purposes of this calculation, the maximum number of dwelling units and the maximum amount of GFA for non-residential uses proposed to be constructed on the Property as determined at the time of site plan approval shall be applied to the calculation described in the preceding sentence.
- E. TDM Program Components. The TDM Program shall include, but not necessarily be limited to strategies which are more fully described in the TDM Plan and any subsequent Annual Reports that are submitted to FCDOT.
- F. Process of Implementation. The TDM Program shall be implemented as follows, provided that modifications, revisions, and supplements to the implementation process as set forth herein as may be approved by the FCDOT can be made without the need for a PCA.
- (i) TDM Program Manager ("TPM"). The Applicant shall appoint and continuously employ, or cause to be employed, a TPM for the Property no later than sixty (60) days after the issuance of the first building permit for the first new building to be constructed on the Property. The TPM duties may be part of other duties associated with the appointee. The Applicant shall notify FCDOT and in writing within 10 days of the appointment of the TPM. Thereafter the Applicant shall do the same within ten (10) days of any change in such appointment. Following the termination of the Applicant Control Period, the UOA shall be responsible for employment of the TPM.

- (ii) TDM Work Plan, Annual Report and TDM Budget. The TPM shall prepare and submit to FCDOT an initial TDM Work Plan ("TDMWP") and Budget no later than 180 days after issuance of the first building permit for the first new building on the Property. The TDMWP shall include, at a minimum:
- a. Details as to the components of the TDM program that will be put into action that year;
 - b. Any revisions to the budget needed to implement the program for the coming calendar year;
 - c. A determination of the applicable Maximum Trips After Reduction for the Property;
 - d. Provision of the specific details associated with the monitoring and reporting requirements; and
 - e. Submission of the results of any Person Surveys and Vehicular Traffic Counts conducted on the Property.

The TDMWP shall be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission then the TDMWP shall be deemed approved and the TDM program shall be implemented. If FCDOT responds with comments on the TDMWP, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter but in any event, no later than thirty (30) days after the meeting, the TPM shall submit such revisions to the TDMWP as discussed and agreed to with FCDOT and begin implementation of the approved program. Each calendar year thereafter, but no later than February 1, the TPM shall submit a report which summarizes the results of the previous year's TDM Program, incorporates any new construction on the Property, proposes modifications or enhancements to program elements, and establishes a budget to cover the costs of implementation of the program for the succeeding year (the "Annual Report"). The Annual Report and TDM Budget shall be submitted to FCDOT and reviewed in the same manner as outlined above for the TDMWP and TDM Budget. The expected annual amounts of the Budget are further described in Section 5 of the TDM Plan.

- G. TDM Account. The Applicant, through the TPM, shall establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia as approved by Fairfax County (the "TDM Account") within 30 days after approval of the TDMWP. All interest earned on the principal shall remain in the TDM Account and shall be used by the TPM for TDM purposes.

The TDM Account shall be funded solely by the Applicant, through the TPM, until the end of the Applicant Control Period. At the end of the Applicant Control Period, a line item for the TDM Account shall be included in the UOA, or its equivalent, budget. The governing documents that establish and control the development shall provide that the TDM Account shall not be eliminated as a line item in the governing budget and that funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies/programs and/or specific infrastructure needs as may be approved in consultation with FCDOT.

Funding of the TDM Account shall be in accordance with the budget for the TDM Program elements to be implemented in a given year. In no event shall the TDM Budget for the Property overall be required to exceed \$64,800, and in no event shall an individual building's obligation to fund the TDM Budget exceed the proportion set forth in the TDM Plan. The TPM shall provide written documentation to FCDOT demonstrating the establishment of the TDM Account within ten (10) days of its establishment. The TDM Account shall be replenished annually thereafter following the establishment of each year's TDM Budget. The TDM Account shall be managed by the TPM.

- H. TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the Applicant, through the TPM, shall deposit a contribution to fund a multimodal incentive program for initial purchasers/lessees within the Proposed Development. Such contributions shall be made one time on a building by building basis at the rate of \$0.02 per gross square foot of new office or residential uses to be constructed on the Property at the time of issuance of the first initial RUP or Non-RUP for each building. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.
- I. TDM Remedy Fund. At the same time the TPM creates and funds the TDM Account, the TPM shall establish a separate interest bearing account (referred to as the "TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Funding of the TDM Remedy Fund shall be made one time on a building by building basis at the rate of \$0.20 per gross square foot of new office uses and \$0.10 per gross square foot of new residential uses on the Property. Funding shall be provided by the building owners prior to the issuance of the first initial RUP or Non-RUP for each applicable new building. This amount shall be adjusted in accordance with Proffer 47. Funds from the TDM Remedy Fund shall be drawn upon only for purposes of immediate need for TDM funding and may be drawn on prior to any TDM Budget adjustments as may be required.
- J. Remedies.
- (i) If the Maximum Trips After Reduction for the Property is exceeded as evidenced by the Vehicular Traffic Counts outlined above, then the TPM shall meet and coordinate with FCDOT to address, develop and implement

such remedial measures as may be identified in the TDM Plan and annual TDMWP.

- a. Such remedial measures shall be funded by the Remedy Fund, as may be necessary, and based on the expenditure program that follows:

Maximum Trips Exceeded	Remedy Expenditure
Up to 1%	No Remedy needed
1.1% to 3%	3% of Remedy fund
3.1% to 6%	6% of Remedy Fund
6.1% to 10%	10% of Remedy Fund
Over 10%	15% of Remedy Fund

- b. There is no requirement to replenish the TDM Remedy Fund at any time. Upon expiration of the Applicant Control Period, the Applicant shall transfer any funds remaining in the Remedy Fund to the COA or successor developer/management company for TDM purposes.

- K. Monitoring. The TPM shall verify that the proffered trip reduction goals are being met through the provision of Commute Surveys and/or Vehicular Traffic Counts of new residential uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such Commute Surveys and Vehicular Traffic Counts shall be provided to FCDOT as part of the Annual Reporting process. Commute Surveys shall be conducted and Vehicular Traffic Counts collected for the Property one year following issuance of the final initial RUP for the Property.

Commute Surveys shall be conducted every three (3) years thereafter and Vehicular Traffic Counts shall be collected every two (2) years thereafter until the results of three consecutive annual traffic counts show that the applicable Maximum Trips After Reduction for the Property are not exceeded. At such time as three consecutive traffic counts show that the applicable Maximum Trips After Reduction for the Property has not been exceeded, the Applicant Control Period associated with the Property shall terminate. Any time during which Person Survey response rates do not reach twenty percent (20%), FCDOT may request additional surveys to be conducted the following year. At such time and notwithstanding the provisions below, Commute Surveys and Vehicular Traffic Counts shall thereafter be provided every five (5) years. Notwithstanding the aforementioned, at any time prior to or after Build-Out, FCDOT may suspend such Commute Surveys and/or Vehicular Traffic Counts if conditions warrant such.

- L. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable

vehicle trip reduction goals are continuing to be met, then FCDOT may require the TPM to conduct additional Vehicular Traffic Counts (pursuant to the methodology set forth in the TDM Plan) within 90 days to determine whether in fact such objectives are being met. If any such Vehicular Traffic Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM shall meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.

- M. Review of Trip Reduction Goals. At any time and concurrent with remedial actions as outlined above, the Applicant may request that FCDOT review the vehicle trip reduction goals established for the Property and set a revised lower goal for the Property consistent with the results of such surveys and vehicular traffic counts provided for by this Proffer. In the event a revised lower goal is established for the Property, the Maximum Trips After Reduction shall be revised accordingly for the subsequent review period without the need for a PCA.
- N. Continuing Implementation. The TPM shall bear sole responsibility for continuing implementation of the TDM Program and compliance with this Proffer. The TPM shall continue to administer the TDM Program in the ordinary course in accordance with this Proffer including submission of Annual Reports.
- O. Notice to Owners. All owners of the Property shall be advised of the TDM Program set forth in this Proffer. The then current owner shall advise all successor owners and/or developers of their funding obligations pursuant to the requirements of this Proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), shall be included in all initial and subsequent purchase documents.
- P. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this Proffer, the TPM shall have sixty (60) days within which to cure such violation after receipt of written notice from FCDOT. If after such sixty (60) day period the TPM has not submitted the delinquent report, then the Applicant shall be subject to a penalty of \$75 per day not to exceed \$27,375 for any one incident. Such penalties shall be payable to Fairfax County to be used for transit, transportation, or congestion management improvements within the vicinity of the Property.

AFFORDABLE/WORKFORCE HOUSING

- 35. Affordable Dwelling Units. Affordable Dwelling Units ("ADUs") shall be provided pursuant to Part 8 of Article 2 of the Ordinance unless modified by the ADU Advisory Board. The Applicant reserves the right to provide ADUs associated with the two-over two multi-family dwellings and the single-family attached dwellings within the multi-family Buildings 1 and/or 2. The Applicant reserves the right to provide ADUs associated with for-sale multi-family dwellings, if any, as rental multi-family dwellings in Buildings 1 and/or 2.

36. Workforce Dwelling Units. In addition to any ADUs that may be required pursuant to these Proffers, the Applicant shall also provide Workforce Dwelling Units ("WDUs") in accordance with the Board of Supervisors' Workforce Dwelling Unit Administrative Policy Guidelines dated October 15, 2007. WDUs shall be provided such that the total number of ADUs plus the total number of WDUs results in not less than twelve percent (12%) of the total residential units constructed.

The Applicant reserves the right to provide WDUs associated with for-sale units dwellings as rental multi-family dwellings. The WDUs shall have a bedroom mix similar to the bedroom mix in the market rate units in the same building.

37. Non-Residential Contribution for Workforce Housing. For office buildings to be constructed on the Property, the Applicant shall select, within their sole discretion, one of the following two options for contributing toward the provision of affordable and/or workforce housing. These contributions shall be made to the Board of Supervisors and shall be payable at the time of issuance of the Non-RUPs for new office buildings constructed on the Property. The options shall consist of either (i) a one-time contribution of \$3.00 for each square foot of GFA of new office use excluding any ground floor retail/services uses and public uses, or (ii) an annual contribution of \$0.25 for each square foot of GFA of new office or hotel excluding any ground floor retail/services uses and public uses continuing for a total of sixteen (16) years.

PARKS AND RECREATIONAL FACILITIES

38. Publicly Accessible Parks. The Applicant shall provide publicly-accessible park and open space areas on the Property in general conformance with the concepts and locations and depicted on the CDPA/FDPA. The Applicant shall retain these areas in fee simple; record public access easements ensuring that the park spaces are open to the public for periods of time consistent with traditional Fairfax County parks and subject to usual and customary rules and regulations; and provide for perpetual private maintenance. While public access easements shall be granted for these areas, the Applicant reserves the right to reasonably restrict access for limited times for special events, security, maintenance and repairs and/or safety purposes.

The variety and quantity of recreational facilities and amenities provided in the publicly accessible parks shall generally follow those shown on the CDPA/FDPA, but the park designs, recreational facilities, and amenities to be provided shall be subject to refinement and adjustment at the time of site plan, provided they result in a similar variety and level of physical activity.

The following publicly accessed parks shall be provided as identified on Sheet 17 of the CDP:

- A. Central Park, is an existing open space amenity that includes significant tree preservation, a boardwalk/pathway system, an open lawn panel, public art and a variety of outdoor seating as illustrated on Sheet 20 of the CDP.

- B. Stormwater Park, a linear park located on Block D shall integrate stormwater features such as infiltration gardens with walkways, seating, landscaping and interpretive signage as illustrated on Sheet 21 of the CDPA/FDPA and shall be constructed concurrently with the Block D building.
 - C. Urban Recreation Park, located on Block E, shall include trails, a mixed age group playground, a sport court, an open unprogrammed lawn, a shade structure, outdoor tables and chairs, and a solid noise wall a minimum of ten (10) feet in height, as illustrated on Sheet 22 of the CDPA/FDPA. The Urban Recreation Park shall be constructed and open for public use prior to the issuance of the first RUP or Non-RUP for the second of Buildings 1, 2, 3, and 4 to be constructed.
39. Amenities and Facilities for Residents. The Applicant shall provide on-site recreational facilities for the future residents of the Property. Pursuant to Paragraph 2 of Section 16-209 of the Ordinance regarding developed recreational facilities, the Applicant shall expend a minimum of \$1800 per market-rate unit on such recreation facilities. Prior to final bond release for the Property, the balance of any funds not expended on-site, as determined by DPWES shall be contributed to the Fairfax County Park Authority ("FCPA") for the provision of recreation facilities serving the vicinity of the Property. Amenities to be provided may include, but not be limited to:
- A. Exterior recreational areas and interior open courtyards which may include, but not be limited to, informal seating areas, sport courts, walking paths, specialty landscaping, lawn areas, hardscape areas, passive recreation areas, tot lots, playgrounds, outdoor adult exercise areas and swimming pools;
 - B. Club rooms and/or entertainment centers for resident gatherings.
 - C. Fitness center(s) with exercise equipment such as stationary bikes, treadmills, weight machines, free weights, etc.
40. Athletic Field Contribution. To address the Comprehensive Plan's recommendations for the provision of athletic fields in the Reston Transit Station Areas, the Applicant shall make a contribution to the FCPA for the acquisition and/or development of athletic fields serving the Reston Transit Station Areas as follows.
- A. Prior to the issuance of each RUP for single family attached dwelling units in Block A, the Applicant shall contribute the sum of \$4,364, which is equivalent to \$1.72/SF.
 - B. Prior to the issuance of each RUP for two-over-two multi-family dwelling units in Blocks B and C, the Applicant shall contribute the sum of \$3,750, which is equivalent to \$1.72/SF.
 - C. Prior to the issuance of the first RUP or Non-RUP for each of Buildings 1, 2, 3, and 4, the Applicant shall contribute the sum of \$1.72 for each square foot of space constructed, based on the actual GFA in the applicable building.

PUBLIC FACILITIES

41. Public School Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, as revised, the Applicant shall contribute \$11,749 per expected student (based on a ratio of 0.100 student per multi-family unit, 0.325 student per two-over two multi-family unit, and 0.441 student per single-family attached unit) to the Fairfax County School Board to be utilized for capital improvements to schools that any students generated by the Property will attend. Contributions associated with the two-over-two multi-family and single-family attached dwellings shall be paid on or before the issuance of the RUP for each of those dwellings. Contributions associated with Buildings 1 and 2 shall be made prior to the issuance of the first RUP for each of Buildings 1 and 2, and shall be based on the actual number of dwelling units built in each building.

If, prior to site plan approval for the respective residential buildings, Fairfax County should modify, on a county-wide basis, the expected ratio of students per subject multi-family or single family attached unit or the amount of the contribution per student, the amount of the contribution shall be modified for that building to reflect the then current ratio and/or contribution. If the County should decrease the ratio or contribution amount, the amount of the contribution shall be decreased to reflect the current ratio and/or contribution. This contribution is not subject to the provisions of Proffer 47.

42. Fire Department Contribution. The Applicant shall contribute a total of \$50,000 to Fairfax County toward the cost of preemptive devices on traffic signals. A contribution of \$10,000 shall be paid upon site plan approval for each of Buildings 1, 2 and 3, and a fourth and fifth contribution of \$10,000 shall be paid upon site plan approval for the two-over-two multi-family units and single-family attached dwelling unit. The Applicant shall have no responsibility for installation or maintenance of the preemptive signal devices.

STORMWATER MANAGEMENT

43. Stormwater Management.
- A. Stormwater Management/Best Management Practices (“SWM/BMPs”) for portions of the Property identified as Blocks A, B, C, and the Central Park have been provided in existing off-site and on-site facilities identified as Pond A, Pond C, and the Sprint Pond, pursuant to approved Site Plans 5518-SP-006-4, 5518-SP-014-2, and 4890-SP-003-2, respectively. Stormwater Management Ordinance Determination #5518-SWOD-002-1 was provided by DPWES on April 12, 2016 and is shown on Sheet 47 of the CDPA/FDPA.
- B. As part of site plan approval for the buildings on the Blocks D and E, the Applicant shall demonstrate that the development will meet the applicable Fairfax County Public Facilities Manual (“PFM”) requirements for stormwater quantity and quality in effect at the time of the approval of these Applications. To further meet the objectives of the Comprehensive Plan with regard to environmental stewardship and the goal of reducing stormwater runoff volume or delaying its

entry in to the stream system, and subject to DPWES approval, the Applicant shall utilize low impact development (“LID”) techniques such as: i) permeable pavers for certain sidewalks and trails; ii) vegetative stormwater enhancement buffer to promote the goal of reducing stormwater runoff volume or delaying its entry in to the stream system; and iii) non-structural best management practices and innovative bio-engineering practices, such as those generally shown on Sheet 46 of the CDPA/FDPA. Potential use of Non-Proprietary BMPs and Proprietary/Manufactured BMPs such as Filterra® or similar products found on the Virginia Stormwater BMP Clearinghouse website, including purchase of off-site credits may be considered.

- C. In order to address the Environmental Stewardship objectives described in Comprehensive Plan, the Applicant shall construct supplemental BMPs in Blocks A, B, and C in the form of mechanical devices as generally described on Sheet 40 and as shown on Sheet 38 of the CDPA/FDPA.

MISCELLANEOUS

44. Metrorail Tax District Buyout for Residential Single Family Attached and Two-Over Two Multi-Family Uses. Approval of these Applications will change the use of a portion of the Property from one that is subject to an annual special improvement tax payable to the Phase II Dulles Rail Transportation Improvement District (the “District”) to one that is not subject to payment of that tax. Pursuant to Virginia Code Ann. §33.2-2107 (2016), the Applicant shall pay to the County an amount to be determined by the Department of Tax Administration, which is the amount representing the County’s estimate of the present value of special improvement taxes that would have been payable to the District had that portion of the Property continued as a use subject to payment of that tax. This payment is due to the County from the Applicant within 60 days of the end of the appeal period associated with the date of approval of these Applications. If that payment is not made, then this approval shall be null and void and of no effect, without further action by the Board of Supervisors. If at some future time, the Property again becomes subject to payment of the special improvement tax to the District, then a portion of the lump sum payment may be credited towards the payment of subsequent special improvement taxes for the Property in an amount as reasonably determined by the County on a pro rata basis, considering the lapse of time that the Property was not so subject to payment of the special improvement tax.
45. Metrorail Tax District Buyout for Other Multi-Family Residential Uses. At least sixty days prior to registration with the Common Interest Community Board of any residential condominium documents and/or at least sixty days prior to recordation of homeowner association documents that would change the use of all or any portion of the Property from a use that is taxable for purposes of the now existing Phase II Dulles Rail Transportation Improvement District (the “Phase II District”) to a use that is not subject to the Phase II District tax, the Applicant shall provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicant intends to register such condominium documents or record such homeowner association documents for that portion of the Property. Prior to

registering the condominium documents or recording such homeowner association documents, the Applicant shall pay to Fairfax County a sum equal to the then-present value of Phase II District taxes estimated by the County to be lost as a result of that change in use.

46. Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the required improvements proffered have been delayed (due to, but not limited to an inability to secure necessary permission for utility relocations and/or VDOT approval for traffic signals, etc.) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these improvement(s).
47. Adjustment in Contribution Amounts. All monetary contributions, except as may be further specified in these Proffers, shall adjust on a yearly basis from the base month of January 2018 and change effective each January 1 thereafter, as permitted by Virginia State Code Section 15.2-2303.3.
48. Advanced Density Credit. Advanced density credit is reserved consistent with the provisions of the Fairfax County Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.
49. Severability. Pursuant to Section 18-204 of the Ordinance, any portion of the Property may be the subject of a proffered condition amendment ("PCA"), Special Exception ("SE"), Special Permit ("SP"), or Final Development Plan Amendment ("FDPA") without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP or FDPA does not materially adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP or FDPA shall otherwise remain in full force and effect.
50. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or the owners from time to time of any portion of the Property during the period of their ownership. Once portions of the Property are sold or otherwise transferred, the associated proffers become the obligation of the purchaser or other transferee and shall no longer be binding on the seller or other transferee. With respect to any portion of the Property subject to a COA or HOA, the COA or HOA shall have liability for performance of any applicable proffers, but not the individual condominium owners.
51. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

[SIGNATURES BEGIN ON NEXT PAGE]

CO-APPLICANT/CONTRACT PURCHASER
OF TAX MAP 16-4 ((1)) 43, 45 PT.

NVR, INC.

By: _____
Name: Jeffrey D. Martchek
Its: Area President

[SIGNATURES CONTINUE ON NEXT PAGE]

CO-APPLICANT/TITLE OWNER
OF TAX MAP 16-4 ((1)) 43, 45 PT.

WOODLAND PARK PARCEL I, L.P.

By: Woodland Park JV GP, L.L.C.

By: _____

Name: Steven Wechsler

Its: Senior Managing Director

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER
OF TAX MAP 16-4 ((1)) 46 PT.

WOODLAND PARK PROPERTY OWNERS
ASSOCIATION

By: _____

Name: Steven Wechsler

Its: Senior Managing Director

[SIGNATURES END]

**County of Fairfax, Virginia
Planning Commission Meeting
January 11, 2017
Verbatim Excerpt**

PCA 2003-HM-046-03/FDPA 2003-HM-046/CDPA 2003-HM-046 – WOODLAND PARK PARCEL I, LP & NVR – *Appls. to amend the proffers, conceptual, and final development plan for RZ 2003-HM-046 previously approved for office to permit mixed use development and associated modifications to proffers and site design with an overall Floor Area Ratio (FAR) of 0.92. Located on the E. side of Corporate Oak Dr., approx. 700 ft. N. of its intersection with Sunrise Valley Dr. on approx. 5.89 ac. of land zoned PDC. Comp. Plan Rec: Residential mixed use at 1.5 FAR and mixed use at 0.7 FAR. Tax Map 016-4 ((1)) 43, 45pt., 46pt. (Concurrent with PCA/FDPA 2000-HM-044-02 and CDPA 2000-HM-044.) (Hunter Mill District)*

PCA 2000-HM-044-02/FDPA 2000-HM-044-02/CDPA 2000-HM-044 – WOODLAND PARK PARCEL I, LP & NVR – *Appls. to amend the proffers, conceptual, and final development plan for RZ 2000-HM-044 previously approved for office to permit mixed use development and associated modifications to proffers and site design with an overall Floor Area Ratio (FAR) of 0.92. Located on the S. side of Dulles Toll Rd. and W. side of Monroe St. on approx. 25.71 ac. of land zoned PDC. Comp. Plan Rec: Residential with mixed use at 1.5 FAR and mixed use at 0.7 FAR. Tax Map 016-4 ((1)) 45pt. and 46pt. (Concurrent with PCA 2003-HM-046-03, CDPA/FDPA 2003-HM-046.) (Hunter Mill District)*

After Close of the Public Hearing

Chairman Murphy: Public hearing is closed. Recognize Mr. de la Fe.

Commissioner de la Fe: Thank you. I don't need to repeat what I just said and I don't believe that – I think that the folks that the testimony referred to are very much aware of what Fairfax County stands for and how we believe in what we believe. So I just don't – I don't think waiting a day or a half an hour or talking anymore would – would actually satisfy what – what was requested. Therefore, Mr. Chairman, I request that the applicant confirm, for the record, agreement to the proposed FDPA development conditions dated December 28th, 2016.

Elizabeth Baker, Applicant's Agent, Walsh, Colucci, Lubeley & Walsh, PC: I do. And I also want to say that I was reminded by Ms. Berlin that the affidavit was really dated December 20th instead of December 21st. So I want to say that on the record as well.

Commissioner de la Fe: Okay. Thank you. Mr. Chairman, I MOVE THAT THE PLANNING COMMISSION RECOMMEND TO THE BOARD OF SUPERVISORS APPROVAL OF PCA 2000-HM-044-02, CDPA 2000-HM-044, PCA 2003-HM-046-03, AND CDPA 2003-HM-046, SUBJECT TO THE EXECUTION OF PROFFERS CONSISTENT WITH THOSE DATED JANUARY 3RD, 2017. Or it – wait a minute – is there a different date?

William Mayland, Zoning Evaluation Division, Department of Planning and Zoning: No.

Commissioner de la Fe: No, January 3rd, 2017.

Commissioner Migliaccio: Second.

Chairman Murphy: Seconded by Mr. Migliaccio. Is there a discussion of the motion? Mr. Flanagan.

Commissioner Flanagan: Yes. I'd like to take the opportunity to say I'm going to vote in favor of this motion. I think it was a very adequately response to the testimony that we had this evening. And I would like everybody to know that this particular Commissioner was instrumental in the establishment of the Saudi Academy on Richmond Highway in Alexandria and have been actively invited to the Saudi Embassy on many occasions in recognition of that assistance. So I don't think you'll find anybody on this Commission, you know, that your group should be disappointed with in any way. And I'll vote in favor of this motion. Thank you, Mr. Chairman.

Chairman Murphy: Ms. Hedetniemi.

Commissioner Hedetniemi: Thank you, Mr. Chairman. I'm going to abstain on this vote because I'm concerned about the emotion that has been expressed to us today. Thank you.

Chairman Murphy: Okay. Yes, Ms. Keys-Gamarra.

Commissioner Keys-Gamarra: Yes, I listened very carefully and I am also concerned about what has been expressed today. I also understand that, as this Board, we are limited to enforcing the Zoning Ordinance, as well as the Comprehensive Plan, but I wanted you to know I don't have any antidotes other than to say that I heard you and that much of what you said is outside of the purview of what we can do. But we – certainly, your words lay very heavily on my heart and if I have the power to do something, I would. Thank you.

Chairman Murphy: Further discussion? Yes, Ms. Strandlie.

Commissioner Strandlie: I would just like to reiterate that. I represent the Mason District, one of the most diverse areas of Fairfax County, and we value all of our citizens and every religion. So I definitely heard you. Again, we're limited in what we can do. I would hope that Tishman and Speyer would actually return your call. Thank you.

Chairman Murphy: And, just for the record, the Chair was the one that recommended that the Board of Supervisors approve the Saudi Academy. It's in my district – the new one – one before – after the one on Route 1. All those in favor of the motion to recommend to Board of Supervisors that it approve PCA 2000-HM-044-02, CDPA 2000-HM-044, PCA 2003-HM-046-03, AND CDPA 2003-HM-046, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed? Motion carries. Ms. Hedetniemi abstains. Mr. de la Fe.

Commissioner Keys-Gamarra: Mr. Chair, I'm going to abstain.

Chairman Murphy: Okay. Ms. Keys-Gamarra abstains also.

Commissioner de la Fe: Mr. Chairman, I MOVE APPROVAL OF THE WAIVERS AND MODIFICATIONS CONTAINED IN THE HANDOUT DISTRIBUTED TO YOU THIS EVENING DATED JANUARY 11, 2017, WHICH WILL BE MADE A PART OF THE RECORD.

Commissioner Migliaccio: Second.

Chairman Murphy: Seconded by Mr. Migliaccio. Is there a discussion? All those in favor of that motion, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed? Motion carries. Same abstentions folks?

Commissioners Hedetniemi and Keys-Gamarra: Yes.

Chairman Murphy: Okay. Same abstentions.

Commissioner de la Fe: Mr. Chairman, I MOVE THAT THE PLANNING COMMISSION APPROVE FDPA 2000-HM-044-02 AND FDPA 2003-HM-046, SUBJECT TO THE PROPOSED FINAL DEVELOPMENT PLAN AMENDMENT CONDITIONS DATED DECEMBER 28, 2016, AND THE BOARD OF SUPERVISORS' APPROVAL OF PCA 2000-HM-044-02, CDPA 2000-HM-044, PCA 2003-HM-046-03, AND CDPA 2003-HM-046.

Commissioner Migliaccio: Second.

Chairman Murphy: Seconded by Mr. Migliaccio. Discussion of those motions? All those in favor, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed? Motion carries. Same abstentions. Is that it?

Commissioner de la Fe: That's it.

Chairman Murphy: Okay. Thank you very much.

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(Each motion carried by a vote of 8-0-2. Commissioners Hedetniemi and Keys-Gamarra abstained. Commissioner Hart recused himself from the vote. Commissioner Ulfelder was absent from the meeting.)

JLC



County of Fairfax, Virginia

December 2, 2016

**2016 Planning
Commission**

Peter F. Murphy
Chairman
Springfield District

Frank de la Fe
Vice Chairman
Hunter Mill District

James R. Hart
Secretary
At-Large

Timothy J. Sargeant
Parliamentarian
At-Large

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Karen Keys-Gamarra
Sully District

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Jill G. Cooper
Executive Director

Kimberly A. Bassarab
Assistant Director

John W. Cooper
Clerk to the Commission

Martin D. Walsh
Walsh, Colucci, Lubeley & Walsh, PC
2200 Clarendon Boulevard, Suite 1300
Arlington, VA 22201

**Re: PCA 2003-HM-046-03/FDPA 2003-HM-046/CDPA 2003-HM-046/PCA 2000-HM-044-02/FDPA 2000-HM-044-02/CDPA 2000-HM-044 – WOODLAND PARK PARCEL I, LP & NVR
Hunter Mill District**

Dear Mr. Walsh:

At its November 30, 2016 meeting, the Planning Commission voted 10-0 (Commissioners Keys-Gamarra and Lawrence were absent from the meeting) to **DEFER THE PUBLIC HEARING** the above referenced application to a date certain of January 11, 2017. A copy of the verbatim transcript is attached.

Sincerely,

John W. Cooper, Clerk
Fairfax County Planning Commission

Attachments (a/s)

cc: Catherine Hudgins, Supervisor, Hunter Mill District
Frank A. de la Fe, Planning Commissioner, Hunter Mill District
Catherine A. Chianese, Assistant County Executive, Clerk to the Board of Supervisors, County Executive Office
William Mayland, Staff Coordinator, ZED, DPZ
Robert Harrison, ZED, DPZ
November 30, 2016 date file

 To request special accommodations, call the Planning Commission office at 703-324-2865, TTY 703-324-7951. Please allow seven working days to make the appropriate arrangements.



**County of Fairfax, Virginia
Planning Commission Meeting
November 30, 2016
Verbatim Excerpt**

PCA 2003-HM-046-03/FDPA 2003-HM-046/CDPA 2003-HM-046 – WOODLAND PARK PARCEL I, LP & NVR – *Appls. to amend the proffers, conceptual, and final development plan for RZ 2003-HM-046 previously approved for office to permit mixed use development and associated modifications to proffers and site design with an overall Floor Area Ratio (FAR) of 0.92. Located on the E. side of Corporate Oak Dr., approx. 700 ft. N. of its intersection with Sunrise Valley Dr. on approx. 5.89 ac. of land zoned PDC. Comp. Plan Rec: Residential mixed use at 1.5 FAR and mixed use at 0.7 FAR. Tax Map 016-4 ((1)) 43, 45pt., 46pt. (Concurrent with PCA/FDPA 2000-HM-044-02 and CDPA 2000-HM-044.) (Hunter Mill District)*

PCA 2000-HM-044-02/FDPA 2000-HM-044-02/ CDPA 2000-HM-044 – WOODLAND PARK PARCEL I, LP & NVR – *Appls. to amend the proffers, conceptual, and final development plan for RZ 2000-HM-044 previously approved for office to permit mixed use development and associated modifications to proffers and site design with an overall Floor Area Ratio (FAR) of 0.92. Located on the S. side of Dulles Toll Rd. and W. side of Monroe St. on approx. 25.71 ac. of land zoned PDC. Comp. Plan Rec: Residential with mixed use at 1.5 FAR and mixed use at 0.7 FAR. Tax Map 016-4 ((1)) 45pt. and 46pt. (Concurrent with PCA 2003-HM-046-03, CDPA/FDPA 2003-HM-046.) (Hunter Mill District)*

During Commission Matters

Commissioner de la Fe: Thank you, Mr. Chairman. I MOVE THAT WE DEFER THE PUBLIC HEARING ON – this is a number of cases – PCA 2003-HM-046-03, FDPA 2003-HM-046/CDPA 2003-HM-046/PCA 2000-HM-044-02/FDPA 2000-HM-044-02, AND CDPA 2000-HM-044, WOODLAND PARK PARCEL I, LP & NVR, TO DATE CERTAIN OF JANUARY 11TH, 2017.

Commissioner Hart: Second.

Chairman Murphy: Seconded by Mr. Hart. Is there a discussion of the motion? All those in favor of the motion to defer all these applications on Woodland Park Parcel I, LP & NVR to a date certain of January 11th, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed? Motion carries.

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(The motion carried by a vote of 10-0. Commissioners Keys-Gamarra and Lawrence were absent from the meeting.)

JLC